

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEW JERSEY

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ILLINOIS NATIONAL INSURANCE  
COMPANY,

Case No.: 2:09-cv-01724-JAG-MCA

Plaintiff,

-vs-

WYNDHAM WORLDWIDE OPERATIONS,  
INC.; WYNDHAM WORLDWIDE  
CORPORATION; WYNDHAM VACATION  
OWNERSHIP, INC.; and WYNDHAM  
RESORT DEVELOPMENT CORPORATION,

Defendants.  
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**CERTIFICATION IN SUPPORT OF  
DISCOVERY CONFIDENTIALITY  
ORDER PURSUANT TO FRCP 26(C)  
AND LOCAL CIVIL RULE 5.3**

ANDREW T. HOUGHTON hereby certifies as follows:

1. I am a partner in the firm of Sedgwick, Detert, Moran & Arnold LLP, attorneys for plaintiff ILLINOIS NATIONAL INSURANCE COMPANY ("Illinois National") in this matter. I respectfully submit this Certification in support of the parties' joint application for entry of a Stipulation and Protective Order for confidentiality pursuant to Federal Rule of Civil Procedure 26(c) and Local Civil Rule 5.3.

2. Counsel for the parties in this action have agreed upon a proposed Stipulation and Protective Order as to confidentiality of discovery by the parties during the course of this action. The proposed Stipulation and Protective Order is intended to govern the disclosure of proprietary, commercial, trade secret, and other confidential information and documents.

3. There is good cause for the entry of the proposed Stipulation and Protective Order. The parties anticipate that discovery in this matter will require the production of documents that

contain proprietary, commercial, and other confidential information, including, but not limited to, proprietary and commercial trade secret information regarding the parties and third parties' products, services, marketing and sales strategies, and customers. The parties are treating such information as confidential and not subject to public disclosure.

4. In particular, the underwriting files being produced by Illinois National contain financial and business proprietary information obtained from the Named Insured in connection with the underwriting of its coverage with Illinois National. It also contains confidential information in the nature of pricing and rates used by Illinois National in establishing premiums for the policies as well as business proprietary information about the process by which Illinois National conducted its underwriting of the Named Insured's account.

5. Likewise, Defendants have indicated the documents and information produced by them contain financial and business proprietary information, including confidential information about employees, financial information, and information relating to Defendants' negotiations for and pricing of its insurance, as well as its contractual arrangements.

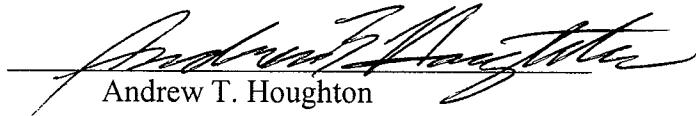
6. Trade secrets and proprietary business information are customarily, and at law, kept secret and confidential by their possessors because of their actual or potential value to others; therefore, the possessors' interest in preserving the secrecy and confidentiality serves a legitimate private interest. The proposed Stipulation and Protective Order is necessary to protect legitimate private and public interests of the parties and third parties, including, but not limited to, trade secrets; proprietary marketing, sales and other business information; and information and documents received and maintained in confidence from third parties.

7. The parties believe that they would suffer substantial financial damage and/or other irreparable harm if the proposed Stipulation and Protective Order is not entered. Absent such an

order, the parties risk permanent and irreparable injury from the disclosures of the parties' and third parties' proprietary business information and trade secrets, which could be used unfairly by those parties' competitors.

I certify that the foregoing statements made by me are true. I am aware that if any of the foregoing statements made by me are willfully false, I am subject to punishment.

Dated: November 10, 2009

  
Andrew T. Houghton